



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re Delphi Corporation:)	Related Cases No. 1:09-cv-02564 (DAB) &
DELPHI SALARIED RETIREES,)	No. 1:09-cv-02605 (DAB)
Appellants,)	
vs.)	On Appeal From Bankruptcy Court
DELPHI CORPORATION, et al.,)	Case No. USBC-SDNY, 05-B-44481 (RDD)
Appellee.)	
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In re Delphi Corporation:)	
DELPHI RETIREE COMMITTEE,)	
Appellants,)	
vs.)	
DELPHI CORPORATION, et al.,)	
Appellee.)	

**STIPULATION AND [PROPOSED] ORDER
VOLUNTARILY DISMISSING RELATED APPEALS PURSUANT TO FEDERAL
RULE OF BANKRUPTCY PROCEDURE 8001(c)(2)**

WHEREAS, the Delphi Salaried Retirees Association and other non-union salaried retirees of Delphi Corporation and its affiliated debtor entities (collectively, "Delphi Salaried Retirees") and the Committee of Eligible Salaried Retirees ("Retiree Committee") have reached an agreement (the "Settlement") with the Debtors compromising and settling the disputes at issue in the Delphi Salaried Retirees' appeal before this Court (Case No. 1:09-cv-02564 (DAB)) and the Retiree Committee's appeal before this Court (Case No. 1:09-cv-02605 (DAB)) (collectively, "the Appeals"¹);

¹ On March 30, 2009, the Retiree Committee's appeal of the Bankruptcy Court's March 11, 2009 Final OPEB Termination Order (case no. 1:09-cv-02605 (DAB)) was accepted as related to Delphi Salaried Retirees' appeal of the Bankruptcy Court's February 25, 2009 Provisional Salaried OPEB Termination Order already docketed in this Court (Case No. 1:09-cv-02564 (DAB)).

WHEREAS, on April 2, 2009, the United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court") entered an Order Pursuant to 11 U.S.C. § 363 and Fed. R. Bankr. P. 9019 for Order Approving Debtors' Compromise and Settlement with Committee of Eligible Salaried Retirees and Delphi Salaried Retirees' Association;

WHEREAS, on April 3, 2009, the Bankruptcy Court Bankruptcy Court entered an Amended Order Pursuant to 11 U.S.C. § 363 and Fed. R. Bankr. P. 9019 for Order Approving Debtors' Compromise and Settlement with Committee of Eligible Salaried Retirees and Delphi Salaried Retirees' Association ("Settlement Order");

WHEREAS, pursuant to the parties' Settlement, Debtors have paid certain amounts due at the beginning of May 2009;

WHEREAS, pursuant to the Stipulation and Order Continuing Related Appeals Pending Payment of Certain Sums Pursuant to Bankruptcy Court's Settlement Order entered by the Court on April 6, 2009, the Appeals were continued pending Debtors' payment of certain amounts due at the beginning of May 2009.

Accordingly, by and through their respective counsel, and pursuant to Federal Rule of Bankruptcy Procedure 8001(c)(2), Debtors, the Delphi Salaried Retirees and the Retiree Committee respectfully request and stipulate as follows:

The Appeals shall be dismissed with prejudice.

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IT IS SO STIPULATED.

DATED: May 4, 2009.

FARELLA BRAUN & MARTEL LLP

By: /s/ Kelly A. Woodruff
Kelly A. Woodruff

Attorneys for Appellants Delphi Salaried
Retirees and Appellants Retiree Committee

DATED: May 4, 2009.

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP

By: /s/ Al Hogan
Al Hogan

Attorneys for Appellee, Delphi Corporation, *et*
al., Debtors and Debtor in Possession

[PROPOSED] ORDER

Having duly considered the foregoing Stipulation, and good cause appearing,

IT IS SO ORDERED.

Dated: New York, New York
May 5, 2009

Deborah A. Batt

UNITED STATES DISTRICT COURT JUDGE
SOUTHERN DISTRICT OF NEW YORK